

Jul. 9. 2004 5:21PM

Aaron A. Farmer, P.A.

No. 0878

P. 12000000

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

STEINBURG & MILANO INC.

Certificate of Status	1
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DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 9, 2004

STEINBURG & MILANO INC.
5051 CASTELLO DR
206
NAPLES, FL 34103US

SUBJECT: STEINBURG & MILANO INC.
REF: P95000015661

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**RESTATEMENT OF AND AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
STEINBURG & MILANO INC.**

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04 JUL 12 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned, being all of the directors of STEINBURG & MILANO INC. (the "Corporation") hereby adopt the following Restatement of and Amendment to the Corporation's Articles of Incorporation:

1. The name of the corporation is STEINBURG & MILANO INC.
2. The street address of the principal office, which is the mailing address, of the Corporation is:

5051 Castello Drive
Suite 206
Naples, FL 34103
3. The aggregate number of shares that the Corporation is authorized to issue is as follows
 - a. One Hundred Thousand (100,000) shares of common stock, and the par value of such shares shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure;
 - b. Of the One Hundred Thousand (100,000) shares of common stock authorized, One Thousand (1,000) shares shall be voting common stock ("Voting Common Stock"); and
 - c. Of the One Hundred Thousand (100,000) shares of common stock authorized, the remaining Ninety-Nine Thousand (99,000) shares shall be non-voting common stock ("Non-Voting Common Stock"). The Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such holder. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the holder holding such shares of Non-Voting Common Stock, unless otherwise required by law.

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4. The street address of the registered office of the Corporation is:

1415 Panther Lane, Suite 121
Naples, FL 34109

and the name of the Corporation's new registered agent at such address is:

US Registered Agent, Inc.

6. The number of Directors constituting the Board of Directors of the Corporation is One (1). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

This Restatement of and Amendment to the Articles of Incorporation was unanimously approved by the directors and shareholders of the Corporation; accordingly, the votes cast by the shareholders for this Restatement of and Amendment to the Articles of Incorporation were sufficient for approval.

Dated as of this 8th day of July, 2004.


Dennis J. Navarra, Director

**CHANGE OF REGISTERED AGENT
OF STEINBURG & MILANO INC.
a Florida corporation**

Pursuant to the provisions of Section 607.0502 of the Florida Business Corporation Act, the undersigned, being all of the directors of STEINBURG & MILANO INC. (the "Corporation") hereby adopt the following Statement of Change of Registered Agent:

1. The name of the Corporation is STEINBURG & MILANO INC.
2. The street address of its current registered agent is as follows:

5850 10TH AVE SW
Naples, FL 34116
3. The name of the current registered agent is as follow:

Dennis J. Navarra
4. The street address of its new registered agent is as follows:

1415 Panther Lane, Suite 121
Naples, FL 34109
5. The new registered agent shall be US Registered Agent, Inc., and has accepted such position.
6. The street address of its registered office will continue to be as follows:

5051 Castello Drive
Suite 206
Naples, FL 34103
7. The change was authorized by resolution duly adopted by its board of directors.


Dennis J. Navarra, Director

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Aaron A. Farmer, P.A.

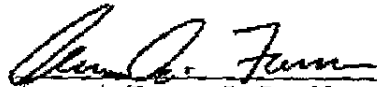
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STATEMENT BY REGISTERED AGENT

OF STEINBURG & MILANO, INC.

The undersigned, on behalf of US Registered Agent, Inc., a Florida corporation, having been designated to act as the new registered agent for the above named Florida corporation, hereby agree to act in this capacity.

US REGISTERED AGENT, INC., a Florida
corporation


Aaron A. Farmer, Its President